

Declaration of Andrew Wade

1. My name is Andrew Wade. I am over 21 years of age, and I make this declaration under penalty of perjury pursuant to 28 U.S.C. § 1746 and in support of the defendants' motion to dismiss for lack of personal jurisdiction, and in the alternative to transfer venue. Except as otherwise specifically noted, this declaration is based upon my personal knowledge.
2. I am the CEO of Devine Logistics, Inc. Devine is incorporated in the state of South Carolina. Devine's only office is, and at all times has been, in Charleston, South Carolina.
3. Devine does not employee any people in Ohio and does not own any assets in Ohio, and as discussed below Devine does not purposely direct any business activities into or at Ohio. Devine's business is focused on Mid-Atlantic region, not Ohio.
4. All of Devine's employees are in Charleston, South Carolina, and all the records relating to Devine's employees, business activities, and customers are in South Carolina. All of the Devine witnesses who may have relevant information about the business operations of Devine are in South Carolina.
5. Neither I nor any other Devine employee has traveled to Ohio for business at any time.
6. Carter Neal became employed at Devine on October 7, 2024. Other than one one-day business trip into North Carolina, Neal has worked for Devine exclusively in Charleston, South Carolina.

7. Devine is not a third-party logistics company like TQL. Third-party logistics involves making a market between independent truckers who are willing to haul goods, and shippers who need goods moved.
8. Devine is an asset-based trucking company. Devine is not a freight broker. Specifically, Devine is exclusively in the drayage trucking business. Drayage involves the intermodal handling of shipping containers for ports (both importing and exporting). Intermodal freight refers to containerized shipments that come off ships and go onto either trucks or trains (or vice versa).
9. When a ship comes in laden with imports, it will unload its containers at the port. The owners of the containers hire a drayage company like Devine to transport the containers to their destination. Devine then either leaves the container on site and returns with an empty truck, or (if the container is unloaded at the site), returns the empty container to the port.
10. When a ship needs to be loaded for export, customers hire a drayage company like Devine to go to their facility and pick up a loaded container and transport it to the port. Devine then either leaves the full container on site, or (if the container is unloaded upon delivery), returns the empty container to the customer.
11. Whether for import or export, for this service Devine charges a round-trip fee.
12. All of Devine's hauls are done with trucks that Devine owns or leases (or contracts exclusively), all of which are branded as "Antler Transport" on the side. Devine's trucks are exclusively Antler Transport trucks. Devine's drivers are independent contractors who work exclusively for Devine.

13. Devine does not do *any* brokering of freight at all. Devine does not act as a middleman or market-maker between shippers and truckers. Devine works exclusively with its own trucks and exclusively in drayage.
14. Because Devine works exclusively in drayage, all of its hauls either begin or end at the Port of Charleston (South Carolina), the Port of Norfolk (Virginia), or the Port of Savannah (Georgia).
15. Because much intermodal freight can travel by train, drayage trucking typically only works within a limited radius of the port.
16. Most of Ohio is well outside the typical maximum distance that containers would be hauled from any of three ports at which Devine works. For that reason it is exceedingly rare that Devine does (or that any drayage company operating in Norfolk, Charleston, or Savannah would) haul loads to Ohio.
17. Devine keeps records of its shipments in the ordinary course of its business, including information about the destination of its deliveries.
18. I have reviewed those records, from January 6, 2025 back to the beginning of the fourth quarter of 2023. I chose this date because it is one year before Carter Neal resigned from TQL on September 30, 2024.
19. In that time period Devine has run 4936 jobs. The overwhelming majority of shipments go to South Carolina or North Carolina, with additional significant numbers in Georgia and Virginia. Those four states account for more than 80% of Devine's jobs (and in some months more than 90%).

20. Of the loads during that time period, just 21 went into Ohio (approximately 0.4% of all loads). All of those loads originated in Norfolk, Virginia. Nearly all of those 21 went to Gallipolis, Ohio.

21. All of the loads into Ohio were run on or before May 23, 2024. This means that there were zero loads into Ohio in the past seven and a half months, and also that there have been zero loads in Ohio since Carter Neal joined Devine in late 2024.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 1/9/2025.

/s/ Andrew Wade

Andrew Wade